

# EXHIBIT K

Videotaped Deposition of

**Damon Hininger**

July 30, 2020

Volume II

Grae

vs.

Corrections Corporation of America, et al.



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IN THE UNITED STATES DISTRICT COURT  
FOR THE MIDDLE DISTRICT OF TENNESSEE

NIKKI BOLLINGER GRAE, Individually  
and Behalf of All Others Similarly  
Situated,

Plaintiff,

vs.

CASE NO.  
3:16-CV-02267

CORRECTIONS CORPORATION OF  
AMERICA, et al.,

Defendants.

VIDEO DEPOSITION OF DAMON HININGER

Volume II

Reported Remotely through Videoconference

July 30, 2020

Reported by:

Elisabeth A. Miller Lorenz

RMR, CRR, LCR No. 66

Job No.: 10071103

IN THE UNITED STATES DISTRICT COURT  
FOR THE MIDDLE DISTRICT OF TENNESSEE

NIKKI BOLLINGER GRAE, Individually  
and Behalf of All Others Similarly  
Situated,

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vs.

CASE NO.  
3:16-CV-02267

CORRECTIONS CORPORATION OF  
AMERICA, et al.,

Defendants.

Video deposition of DAMON HININGER was taken  
on behalf of Plaintiff, Reported Remotely through  
Videoconference, at 10:37 a.m. CST, and ending at  
2:02 p.m. CST, on Wednesday, July 30, 2020, before  
Elisabeth A. Miller Lorenz, RMR, CRR, and LCR No.  
66.

P R O C E E D I N G S

THE VIDEOGRAPHER: We are now on the record. Today's date is July 30, 2020, and the time is 10:37 a.m. This is the video deposition of Damon T. Hininger, Volume 2; being taken in the matter of Nikki Bollinger Grae versus Corrections Corporation of America, et al.

We are taking this depo via Zoom, and my name is Spencer Benveniste of Aptus Court Reporting.

Will counsel please identify yourselves and state whom you represent.

MR. FORGE: This is Jason Forge. I'm here on behalf of the plaintiff and the class.

MR. WOOD: Christopher Wood on behalf of the plaintiffs and the class.

MS. RADCLIFFE: Willow Radcliffe on behalf of plaintiff and the class.

MR. LYONS: Christopher Lyons on behalf of plaintiff and the class.

MR. SCHINDLER: David Schindler, Latham & Watkins, on behalf of the defendants and the witness.

MR. SAPER: Nathan Saper, Latham & Watkins, on behalf of the defendants and the

1 witness.

2 MR. RILEY: And this is Steve Riley,  
3 and I'm here on behalf of the witness as well as the  
4 defendants.

5 THE VIDEOGRAPHER: The court reporter  
6 today is Elisabeth Lorenz, and she may now swear in  
7 the witness.

8 \* \* \*

9 DAMON HININGER  
10 was called as a witness, and after having been first  
11 duly sworn, testified as follows:

12 E X A M I N A T I O N

13 BY MR. FORGE:

14 Q Good morning, Mr. Hininger.

15 A Good morning.

16 Q Mr. Hininger --

17 MR. RILEY: Jason, before you get  
18 started, we can't see you.

19 MR. FORGE: I know. I'm only going on  
20 audio to preserve bandwidth.

21 MR. RILEY: Well, the witness can't see  
22 you when you're asking questions.

23 MR. FORGE: I know. I'm only going on  
24 audio so I can preserve bandwidth. I said that  
25 before we went on the record, so I'm not sure why

1 I think it would be a lot -- much easier for --

2 A My apologies.

3 So general counsel, again, would be  
4 Scott Irwin, Steve Groom previously, currently  
5 general counsel is Cole Carter. Also, it would be  
6 our CFO, so that would be previously Todd Mullenger,  
7 and then currently David Garfinkle.

8 And then I would say probably two other  
9 individuals of note, one being Brian Hammonds, who's  
10 our VP of finance, and then Susie Simmons, who's  
11 also in our finance department.

12 Q Anyone else?

13 A Let me make sure I understand your question.

14 Are you asking about the entire committee  
15 or -- or just leadership of the committee that helps  
16 govern a process?

17 Q I asked on the -- whichever members of the  
18 committee on which you relied on making these  
19 statements.

20 A Understood. So it would be, again, those  
21 individuals I just recalled.

22 Others on the committee would be the other  
23 members of the executive team, so Tony Grande,  
24 Lucibeth Mayberry, previously Kim White,  
25 Patrick Swindle, previously Harley Lappin,

1 David Churchill, and -- virtually all of our  
2 officers are on the committee. I say virtually.  
3 Most all of them are.

4 So that would be Natasha Metcalf,  
5 Bill Dalius, Steve Conry, Jason Medlin, Brad Regens,  
6 Bart VerHulst, Brian Ferrell, John Paul Wooden,  
7 Brian Hammonds, Erik Rasmussen, Steve Owen,  
8 Don Murray. I believe that's it, sir. I think  
9 that's -- I may have missed one or two there, but I  
10 think that's pretty close to the full membership of  
11 the committee.

12 Q Just since we're not physically in the same  
13 room, Mr. Hininger, can I just ask you, is there a  
14 list of names you're -- you're looking at?

15 A There is not.

16 Q So when you started answering this question  
17 about the disclosure committee, you said primarily  
18 GC's office.

19 Was the disclosure committee primarily run  
20 by the lawyers with the general counsel's office?

21 A No, it was more of referring to the fact  
22 that the general counsel's office typically would  
23 chair the meeting and ensure it's being run in  
24 accordance with its governing documents, so that --  
25 that was more of what I was referring to.

1 Q Are you able to distinguish between the  
2 disclosure committee meetings that included input  
3 from the general counsel's lawyers and the portions  
4 of the meetings that did not include any input from  
5 general counsel lawyers?

6 MR. SCHINDLER: Objection as to form.

7 THE WITNESS: I'm not sure if I can  
8 fully appreciate your question.

9 BY MR. FORGE:

10 Q Sure.

11 This interrogatory response said that one of  
12 the things you relied upon in making these  
13 statements was your participation in the disclosure  
14 committee meetings.

15 So what I'm trying to determine is whether  
16 or not you're able to distinguish those portions of  
17 the disclosure committee meetings that directly  
18 involved the lawyers from other portions of the  
19 disclosure committee meetings that did not involve  
20 the direct participation of the lawyers.

21 A To make sure I'm going to answer your  
22 question correctly or what you're intending to  
23 understand as an answer, the committee meeting, you  
24 know, typically -- well, obviously, pre-COVID would  
25 be in person, so it would be all the members of the

1 committee in a room together.

2 And so you're asking, of the meeting itself,  
3 how much of the, I guess, content of the discussion  
4 came from attorneys versus nonattorneys?

5 MR. SCHINDLER: Just to --

6 BY MR. FORGE:

7 Q How much of what you relied upon came from  
8 attorneys -- are you able to distinguish what you  
9 relied upon that came from attorneys versus what  
10 came from nonattorneys --

11 MR. SCHINDLER: And can --

12 BY MR. FORGE:

13 Q -- or does that all kind of blend together?

14 MR. SCHINDLER: I have an objection as  
15 to time frame.

16 Are we talking about the class period,  
17 Jason, not --

18 MR. FORGE: Yes, sir. Yes, sir.

19 THE WITNESS: Goodness, that would be  
20 hard to answer, I would say, because it's quarterly,  
21 and so we're talking about, you know, many, many  
22 times, that -- that is difficult to answer, sir.  
23 I'm sorry.

24 BY MR. FORGE:

25 Q If you could, please, Mr. Hininger, turn to

1 I, the undersigned, a Licensed Court  
2 Reporter of the State of Tennessee, do hereby  
3 certify:

4 That the foregoing proceedings were  
5 taken before me at the time and place herein set  
6 forth; that any witnesses in the foregoing  
7 proceedings, prior to testifying, were duly sworn;  
8 that a record of the proceedings was made by me  
9 using machine shorthand, which was thereafter  
10 transcribed under my direction; that the foregoing  
11 transcript is a true record of the testimony given.

12 Further, that if the foregoing pertains  
13 to the original transcript of a deposition in a  
14 federal case, before completion of the proceedings,  
15 review of the transcript [ X ] was [ ] was not  
16 requested.

17 I further certify I am neither  
18 financially interested in the action nor a relative  
19 or employee of any attorney or party to this action.

20 IN WITNESS WHEREOF, I have this date  
21 subscribed my name.

22 Dated: August 3, 2020



23 \_\_\_\_\_  
24 Elisabeth A. Miller Lorenz  
25 RMR, CRR, LCR No. 66  
Georgia CR No. 5266-8739-6377-3952